

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS.

RECORDATION 142 5781-21 FINE 1426

JUN 2 1986 -3 05 PM

CERTIFICATE

INTERSTATE COMMERCE COMMISSION

The undersigned, Carol D'Ascenzo, a Notary Public in and for said County, states that she compared the attached copy of the Bill of Sale dated the 15th day of May, 1986, from United States Trust Company of New York to Union Tank Car Company with the original document, and certifies that it is a true and correct copy in all respects.

IN WITNESS WHEREOF, the undersigned has hereunto affixed her signature and notarial seal this 22nd day of May, 1986.

Carol D'Ascenzo
Notary Public



Union Tank Car Company

39 South LaSalle Street
Chicago, Illinois 60603
312/372-9500

Arthur B. Hillman
Secretary and
Assistant General Counsel

RECORDATION F.D.

5781-1
FILED 1425

JUN 2 1986 -3 05 PM

INTERSTATE COMMERCE COMMISSION

JUN 2 1986 -3 05 PM

May 22, 1986

6-153A082

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

No.

Date

JUN 2 1986

Fee \$

20.00

ICC Washington, D.C.

Dear Sir:

We transmit to you herewith by registered mail for recordation, pursuant to 49 U.S.C. Sec. 11303, an original and two certified counterparts of the Twelfth Supplemental Equipment Trust Agreement (the "Supplemental Agreement"), dated April 25, 1986, by and between Union Tank Car Company, 39 South LaSalle Street, Chicago, Illinois 60603 (the "Company") and United States Trust Company of New York, 45 Wall Street, New York, New York 10005 (the "Bank") as Trustee, which amends the Equipment Trust Agreement dated as of July 1, 1970, between the Company and the Bank. The Supplemental Agreement evidences the substitution under said Equipment Trust Agreement of 9 railroad cars, identified with the initials UTLX, and more fully described in Schedule A attached hereto.

Also enclosed for recordation is an original and two certified counterparts of a Bill of Sale to the Company from the Bank, which Bill of Sale relates to the 64 railroad cars in respect of which the aforesaid substitution was made. The railroad cars covered by the Bill of Sale are more fully described in Schedule B attached hereto. The Bill of Sale releases the Equipment from the encumbrance created by the Equipment Trust Agreement.

The Supplemental Agreement and the Bill of Sale should be recorded as supplements to the Equipment Trust Agreement dated as of July 1, 1970, which was recorded with your office on July 15, 1970, and assigned recordation number 5781. We enclose herewith our check in the amount of \$20 payable to the Interstate Commerce Commission to cover the recordation fees.

MOTOR OPERATING UNIT
JUN 2 2 51 PM '86
THE SECRETARY
ICC OFFICE OF

Page -2-
May 22, 1986

Please return the original copy of the Supplemental Agreement and the Bill of Sale to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "C. B. Hill". The signature is written in dark ink and is positioned below the typed name "C. B. Hill".

ABH/sc

Enclosure

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
 SCHEDULE B - DESCRIPTION OF EQUIPMENT TRUST
 FOR SUBSTITUTION

CERTIFICATE TRUST SERIES: R006

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
2	LDC	3,600	CP 381800, CP 381823
1	TL	20,000	11032
3	TM	20,000	567,825,77790
1	TM	20,400	59416
1	TM	20,500	59484
10	TMI	13,300	75939,76524,76537,76542,76652,76675,76726, 76734,76740,76748
4	TMI	13,400	77875,77880,77690,77992
1	TMI	13,600	76358
2	TMI	15,400	77835,77838
2	TMI	20,000	42466,42474
28	TP	33,800	38328,38420,38449,38462,38472,38486,38493, 38507,38555,38567,38580,38640,38642,38655- 38656,38676,38682,38691,38773,38802,38806, 38926,38931,38955,90310,90680,91998,92377
4	TPA	13,700	13101-13102,13104-13105
1	TPI	13,300	28995
4	TPI	17,300	81075,81096,81126,81128
64	TOTAL		

BILL OF SALE

United States Trust Company of New York
as Trustee under Equipment Trust Agreement

Dated as of July 1, 1970 (Series 6)

to

Union Tank Car Company

KNOW ALL MEN BY THESE PRESENTS, that United States Trust Company of New York (the "Bank"), as Trustee under that certain Equipment Trust Agreement dated as of July 1, 1970 (the "Agreement"), by and between the Bank, as Trustee, and Union Tank Car Company (the "Company"), in consideration of the conveyance to the Bank, as Trustee, of certain Equipment (as defined in the Agreement) to be substituted under the Agreement and of the compliance by the Company with the terms of the Agreement, and particularly Section 5.06 thereof, with respect to such substitutions, and other good and valuable considerations, the receipt whereof is acknowledged, has sold, assigned, transferred, set over and delivered, and by these presents does hereby sell, assign, transfer, set over and deliver unto the Company all of its right, title and interest in and to those certain units of Equipment heretofore assigned by the Company to the Bank, as Trustee aforesaid, pursuant to the Agreement, which units of Equipment are fully described in Schedule B hereto annexed and by reference incorporated herein, hereby warranting that such Equipment is free and clear from all liens and encumbrances of the Bank.

TO HAVE AND TO HOLD the said Equipment unto the Company and its successors and assigns forever.

This Bill of Sale releases the Equipment described in Schedule B hereto from the lien of the Agreement, which was recorded with the Interstate Commerce Commission on July 15, 1970, and assigned recordation number 5781.

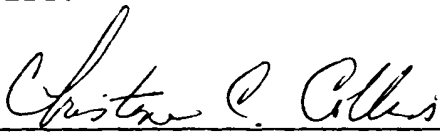
IN WITNESS WHEREOF, the Bank, as Trustee aforesaid, has caused this instrument to be duly executed by a proper corporate officer thereunto duly authorized, and its corporate seal to be hereunto affixed and attested, this 15th day of ~~April~~ ^{MAY}, 1986.

UNITED STATES TRUST COMPANY
OF NEW YORK, AS TRUSTEE

By 
ASSISTANT VICE PRESIDENT

(CORPORATE SEAL)

ATTEST:



Its ASSISTANT SECRETARY

STATE OF ~~ILLINOIS~~ ^{NEW YORK})
COUNTY OF ~~COOK~~ ^{NY}) SS

On this 15th day of ^{MAY} ~~April~~, 1986, before me, a Notary Public in and for said County, personally appeared LOUIS P. YOUNG and CHRISTINE COLLINS to me personally known, who being by me duly sworn did say that they are respectively ASSISTANT VICE PRESIDENT and ASSISTANT SECRETARY of United States Trust Company of New York, that the seal affixed to the foregoing instrument is the corporate seal of said Bank, that said instrument was signed and sealed on behalf of said Bank by authority of the Board of ^{TRUSTEES} ~~Directors~~, and said LOUIS P. YOUNG and CHRISTINE COLLINS acknowledged that the execution of the foregoing instrument was the free act and deed of said Bank.

Federico C. Santos
Notary Public

My Commission Expires:

FEDERICO C. SANTOS
Notary Public, State of New York
No. 41-4691650
Qualified in Queens County
Commission Expires March 30, 1985 7

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
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